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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 6844
(SPECIAL SITUATIONS INVESTING GROUP, INC. AND AMBRAKE CORPORATION)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Ambrake Corporation ("Ambrake"), and Special Situations Investing Group, Inc. ("SSI") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 6844 (Special Situations Investing Group, Inc. And Ambrake Corporation) (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on May 25, 2006, Ambrake filed proof of claim number 6844 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$2,773,276.88 (the "Claim") stemming from the sale of goods.

WHEREAS, on June 20, 2006, Ambrake assigned its interest in the Claim to Merrill Lynch Credit Products, LLC ("Merrill Lynch Credit Products") pursuant to a Notice of Transfer (Docket No. 4291).

WHEREAS, on July 25, 2006, Merrill Lynch Credit Products assigned its interest in the Claim to SSI pursuant to a Notice of Transfer (Docket No. 4675).

WHEREAS, on November 19, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twenty-Third Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (A) Duplicate Claim, (B) Certain Equity Claims, (C) Insufficiently Documented Claim, (D) Certain Claims Not Reflected On Debtors' Books And Records, And (E) Certain Claims Subject To Modification, Modified Claims Asserting Reclamation, Claim Subject

To Modification That Is Subject To Prior Order, And Modified Claim Asserting Reclamation That Is Subject To Prior Order (Docket No. 10982) (the "Twenty-Third Omnibus Claims Objection").

WHEREAS, on December 12, 2007, Ambrake filed its Response of Ambrake Corporation to Debtors' Twenty-Third Omnibus Claims Objection (Docket No. 11415) (the "Response").

WHEREAS, to resolve the Twenty-Third Omnibus Claims Objection with respect to the Claim, the Debtors, Ambrake, and SSI entered into this Joint Stipulation.

WHEREAS, pursuant to this Joint Stipulation, the Debtors acknowledge and agree that the Claim shall be allowed against the estate of DAS LLC in the amount of \$2,770,881.55 as a general unsecured non-priority claim.

WHEREAS, DAS LLC is authorized to enter into this Joint Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors, Ambrake, and SSI stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$2,770,881.55 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Without further order of the Court, DAS LLC is authorized to offset or reduce the Claim for purposes of distribution to holders of allowed claims entitled to receive distributions under any plan of reorganization of the Debtors by the amount of any cure

payments made on account of the assumption, pursuant to section 365 of the Bankruptcy Code, of an executory contract or unexpired lease to which Ambrake is a party.

3. Allowance of the Claim is in full satisfaction of the Claim and Ambrake and SSI, on each of their own behalves and on behalf of each of their own predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former, current, and future officers, directors, owners, employees, and other agents (the "Releasing Parties"), hereby waive any and all rights to assert, against any and all of the Debtors, that the Claim is anything but a prepetition general unsecured non-priority claim against DAS LLC. The Releasing Parties further release and waive any right to assert any other claim, cause of action, demand, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which relate to the Claim or which the Releasing Parties have, ever had, or hereafter shall have against the Debtors based upon, arising out of, related to, or by reason of any event, cause, thing, act, statement, or omission occurring before the Petition Date.

4. The Twenty-Third Omnibus Claims Objection and Ambrake's Response to the Twenty-Third Omnibus Claims Objection are deemed resolved with respect to the Claim pursuant to this Joint Stipulation.

So Ordered in New York, New York, this 10th day of November, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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